THIS HOG PROCUREMENT AGREEMENT ("Agreement") is dated as of _____, 199_2_, between IBP, inc., ("IBP"), ~~ ~~~~~~~~~~~ ~~ ~ ~,("Producer"). IBP, as of the date of this Agreement, owns and operates hog processing plants in Nebraska, Iowa and Indiana: Producer feeds hogs and/or has hogs contracted for production both in its own facilities and/or in facilities owned by others; and IBP wishes to buy such hogs and Producer wishes to sell such hogs for processing at IBP's facilities on the following terms and conditions:
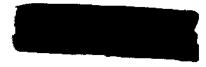
Section 1.   Definitions

(a)   Market Hogs shall mean hogs meeting the specifications set forth on Schedule 1(a). Hogs that have been culled or are underweight will not be considered to have been delivered pursuant to this Agreement, and therefore will not be in violation of Schedule 1(a). Schedule 1(a) may be amended by IBP by giving Producer at least thirty (30) days prior written notice.

(b)   Producer Facilities shall mean those facilities that are total confinement facilities that are owned or managed by Producer, or which are raising contracted hogs for Producer.

©   Total Production shall mean Market Hogs fed by Producer and other Market Hogs produced for Producer under their direction or control and that Producer has ownership of.

(d)   Annual Total Production shall mean the annual production for each year of the Term, as defined below, of the Agreement (each such year beginning on the date corresponding with the initial term date of this Agreement).

(e)   Delivery Week shall mean each calendar week during the Term or any renewed or extended term hereof, beginning at 12:00 a.m. on Monday and ending at 12:00 a.m. on the following Monday.

(f)   Load shall mean one semi trailer of Market Hogs with approximately 150 to 200 head of Market Hogs and averaging 180 head, however, IBP agrees that on occasion a load may be less than 150 head.

(g)   Floor Price shall be the price calculated as follows, live F.O.B. IBP's facility for the length of the Term:

The Floor Price will be adjusted according to the following schedule, based on the US #2 Yellow Corn price as reported by the USDA in Omaha - Council Bluffs Grain Report ("Omaha Corn price"):

Corn Price/Bushel:	$0-$2.50	Above $2.50 to $3.25	Above $3.25
Floor Price:	$41.00	$42.00	$43.00

The Omaha Corn Price will be determined by using the 6 month rolling average of the daily Omaha processor corn price as reported by the USDA Market News Service. The average weekly price will be determined by aggregating the sum of the mid point of the range of the closing prices quoted by the USDA Market News Service for all trading days within a week and dividing the sum by the number of trading days within that